

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

KARKANIAS RESEARCH, LLC d/b/a/ CYTIRA,
and GEORGE KARKANIAS, a/k/a CYTIRA, INC.

Plaintiffs,

-against-

LIFESPAN BIOSCIENCES, INC.,

Defendant

DECLARATION OF
JAMES W. SHEPPERD
IN REPLY TO PLAINTIFFS'
OPPOSITION TO DEFENDANT
LIFESPAN'S MOTION TO DISMISS
COMPLAINT OR, IN THE
ALTERNATIVE TO TRANSFER
VENUE

I, James W. Shepperd, declare as follows:

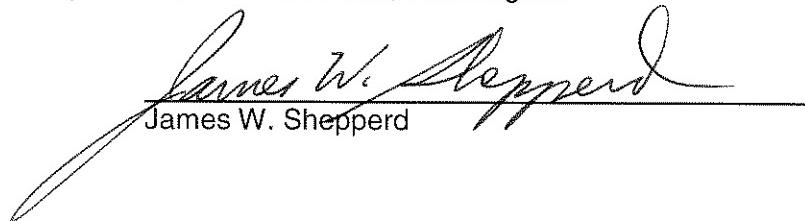
1. I am employed by LifeSpan BioSciences, Inc. ("LifeSpan"), as Chief Financial Officer. My office address is 2401 Fourth Avenue, Suite 900, Seattle, Washington 98121. I make this declaration in support of Reply to Plaintiffs' Opposition to Defendant LifeSpan's Motion to Dismiss Complaint Or, In The Alternative, To Transfer Venue. I have personal knowledge and am competent to testify as a witness regarding the facts stated below.

2. Attached as Exhibit A is a summary of LifeSpan's revenue for the period from January 1, 2005 to, 2007 from businesses whose billing address is located in the State of New York versus total revenue. The category FFS refers to Fees For Services and concerns sales related to contract research. LifeSpan also sells antibodies in addition to performing contract research services. Therefore, the summary of revenue separately lists sales for contract research services and sales of antibodies within the State of New York.

3. As shown in the summary, the percentage of revenue from New York sales in 2005 and 2006 was well below 1% of total revenue and the percentage of revenue from New York sales in the first quarter of 2007 was only 1.75% of total revenue. The increase in revenue from New York sales during the first quarter of 2007 in comparison with 2005 and 2006 largely resulted from LifeSpan's billings of \$21,200.00 to Cytira in January - March, 2007.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 17th day of September, 2007 at Seattle, Washington.



A handwritten signature in black ink, appearing to read "James W. Shepperd", is written over a horizontal line. Below the signature, the name "James W. Shepperd" is printed in a smaller, sans-serif font.

LifeSpan BioSciences, Inc.
Revenue Analysis

	2005 Revenue			2006 Revenue			01/07 to 03/07 Revenue			Total Revenue		
	NY	Total	% of Total	NY	Total	% of Total	NY	Total	% of Total	NY	Total	% of Total
Antibody Sales	5,030	1,487,000	0.34%	1,320	4,948,000	0.03%	1,430	114,000	1.25%	7,780	6,549,000	0.12%
FFS Sales	16,194	3,890,000	0.42%	25,901	2,537,000	1.02%	21,200	624,000	2.57%	63,295	7,251,000	0.87%
Other Sales		<u>2,605,000</u>	<u>0.00%</u>		<u>2,363,000</u>	<u>0.00%</u>		<u>22,630</u>	<u>353,000</u>	<u>0.00%</u>	<u>5,321,000</u>	<u>0.00%</u>
Total Sales	21,224	7,982,000	0.27%	27,221	9,848,000	0.28%	22,630	1,291,000	1.75%	71,075	19,121,000	0.37%

* Note the NY column is based on invoices but the total column is based on revenue recognized. Therefore, some of the NY invoiced amount could be related to revenue in prior year/future year.

EXHIBIT A